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DAVID M. GLASSBERG
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OF COUNSEL
JAMES NEAL HUTCHINSON, JR.

(305) 669-9535
FAX (305) 669-0804

October 18, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: MSG HOLDINGS LLC

100004647841--7

-10/22/01--01049--005

****125.00 ****125.00

Gentlemen:

Enclosed please find two copies of the Articles of Organization for MSG HOLDINGS LLC. Also, enclosed please find our check in the amount of ONE HUNDRED TWENTY FIVE AND 00/100 DOLLARS (\$125.00) made payable to the Secretary of State for the filing fees.

Should you have any questions with regard to the foregoing, please contact the undersigned at (305) 669-9535.

Very truly yours,

David M. Glassberg

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT 22 PM 5:00

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enclosures

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is: MSG HOLDINGS LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

528 Coconut Isle Drive
Fort Lauderdale, FL 33301
Attn: Mario S. Gonzalez

ARTICLE III - Duration:

The period of duration for Limited Liability Company shall be Perpetual.

ARTICLE IV - Management:

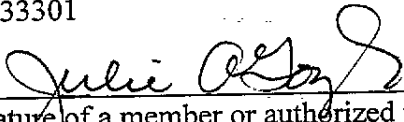
The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are

Mario S. Gonzalez
528 Coconut Isle Drive
Fort Lauderdale, FL 33301

Julie Gonzalez
528 Coconut Isle Drive
Fort Lauderdale, FL 33301

Anthony Gonzalez
528 Coconut Isle Drive
Fort Lauderdale, FL 33301

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TALLAHASSEE, FLORIDA



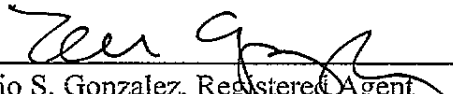
Signature of a member or authorized representative of a member.
(In accordance with Florida Statutes, Section 608.408(3), the
execution of this affidavit constitutes an affirmation under the
penalties of perjury that the facts stated herein are true.)

Dated: October 17, 2001

ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for MSG HOLDINGS LLC, a Limited Liability Company to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 17th day of October, 2001.


Mario S. Gonzalez, Registered Agent

528 Coconut Isle Drive
Fort Lauderdale, Fl. 33301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA